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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

IN RE:

PRIMERA ENERGY, LLC
21022 Gathering Oak #2101
San Antonio, Texas 78260
BEXAR-TX
Tax ID / EIN: 20-2950313

DEBTOR.

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CASE NO. 15-51396

CHAPTER 11

**TRUSTEE'S MOTION TO SELL PROPERTY, FREE AND CLEAR
OF LIENS TO ENERGY MANAGEMENT RESOURCES, LLC**

NOW COMES JASON R. SEARCY, CHAPTER 11 TRUSTEE for Primera Energy, LLC (the “Trustee” and/or “Applicant”), and makes this his Motion to Sell Property, Free and Clear of Liens, to Energy Management Resources, LLC (the “Sale Motion”); and in support thereof respectfully represents as follows:

***THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO YOUR
INTERESTS. IF NO TIMELY RESPONSE IS FILED WITHIN 21 DAYS FROM
THE DATE OF SERVICE, THE RELIEF REQUESTED HEREIN MAY BE
GRANTED WITHOUT A HEARING BEING HELD.***

A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO BE HELD

I.

1.1. The Court has jurisdiction over this proceeding pursuant to 28 U.S.C. § 1334.

This is a core proceeding under 28 U.S.C. § 157. Venue is appropriate under 28 U.S.C. §§ 1409 and 1409.

II.

2.1. On June 3, 2015, an Order for Relief under Chapter 11 of the United States Bankruptcy Code was entered against **Primera Energy, LLC** (the “Debtor”). On July 10, 2015, the U.S. Trustee filed an Application to appoint a Trustee for this case; and subsequent thereto, on July 13, 2015, Jason R. Searcy was appointed to serve as the Trustee. Jason R. Searcy is the duly appointed and serving Chapter 11 Bankruptcy Trustee for the above-named Debtor.

III.

3.1. A portion of the Debtor’s estate consists of certain oil and gas properties being generally described as follows:

McMullen County, Texas

Oil, Gas and Liquid Hydrocarbons lease dated January 4, 2013, by and between James L. Dusek, Lessor, and Primera Energy, LLC, Lessee, recorded in Volume 50, Page 146, Official Public Records of McMullen County, Texas covering 265.37 acres, more or less, in the James Garner Survey, A-5, McMullen County, Texas; save and except certain depths previously released including all depths lying deeper than 100' below the bottom of the Eagle Ford formation and all depths above the top of the Olmos formation.

Gonzales County, Texas

Paid Up Oil and Gas Lease dated August 25, 2013, by and between Alphonse William Seger and wife, Mary Bouldin Seger, as Lessors, and Primera Energy LLC, Lessee, recorded in Volume 1153, Page 876, Official Public Records

of Gonzales County, Texas, covering 190 acres of land, more or less, out of part of the James Gibson Survey, A-31, Gonzales County, Texas and being described in that certain Warranty Deed dated February 20, 2004 from Carol Elaine Wagner to Alphonse William Seger and wife, Mary Bouldin Seger, and being recorded in Volume 899, Page 535, Deed Records, Gonzales County, Texas; save and except from the surface to a depth of 3000'.

Paid Up Oil and Gas Lease dated December 23, 2013, by and between Mac E. Bowers, Trustee of Thomas W. Bowers Family Trust, as Lessors, and Primera Energy, LLC, Lessee, recorded in Volume 1153, Page 882, Official Public Records of Gonzales County, Texas, covering 190 acres of land, more or less, out of the James Gibson Survey, A-23, Gonzales County, Texas, and being the same land as described in that certain deed dated August 9, 1973, from Ruth W. Bowers, and recorded in Volume 394, Pages 308-309, Deed Records of Gonzales County, Texas.

IV.

4.1. The Trustee has been tendered an offer of sale of the above-described oil and gas properties by virtue of a Purchase and Sale Agreement (the "P & S Agreement") in the amount of \$700,000.00 (the "Purchase Price") from Energy Management Resources, LLC ("EMR") whose address is P.O. Box 68, Morrison, Colorado 80465. A true and correct copy of the P & S Agreement is attached hereto as **Exhibit A** and incorporated herein for all purposes

4.2. The Trustee desires to accept the P & S Agreement and sell the above-described oil and gas properties pursuant to the terms and conditions of the P & S Agreement. The sale is proposed to be free and clear of all liens, claims and encumbrances with any valid liens, claims or encumbrances attaching to the sale proceeds.

4.3. The Trustee proposes that all ad valorem taxes which attach to the property being sold for all years prior to 2016 be paid at the closing of the transaction contemplated by the P & S Agreement.

4.4. The Trustee further desires that the marketing firm, PLS, Inc., receive it's fee of 4% of the purchase price at the closing of the sale in the total amount of \$28,000 (in such lesser amount as the resulting net purchase price in the event of reductions under the P & S Agreement) for assisting in the sale of the oil & gas properties.

V.

5.1. To the best of Trustee's knowledge and belief, the prospective purchaser, EMR, is a disinterested party as defined in 11 U.S.C. § 101(14).

WHEREFORE PREMISES CONSIDERED, Trustee prays for an Order of this Court 1) approving the sale of the above-described oil and gas properties free and clear of liens, claims and encumbrances in accordance with the provisions of this Sale Motion and under the terms and conditions set out in the P & A Agreement attached hereto as **Exhibit A**; 2) allowing PLS, Inc. to receive it's fee of 4% of the purchase price; 3) authorizing payment of all applicable ad valorem taxes for tax years prior to 2016; and 4) for such other and further relief as is just.

DATED March 23, 2016.

Respectfully submitted,

SEARCY & SEARCY, P.C.

/S/ Jason R. Searcy

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ATTORNEYS FOR CHAPTER 11 TRUSTEE

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the above and foregoing document has been forwarded via electronic mail, if available, and/or via regular mail, postage prepaid to each interested party shown below; and was served via regular first class mail to each party shown on the attached Master Service List on or before March 24, 2016 by the service agent, Certificateofservice.com.

/s/ Jason R. Searcy

Jason R. Searcy

Energy Management Resources, LLC
P. O. Box 68
Morrison, CO 80465

PLS, Inc.
One Riverway, Ste. 2500
Houston, Texas 77056